

## Taking Minutes to Protect Organization

The purpose of taking minutes is to protect the organization and the people who participate in the meeting. The minutes are not intended to be a record of discussions, nor serve as a newsletter for the organization. Recent court decisions support this.

In the case, *Multimedia Publishing of NC v. Henderson County*, the court noted, "the purpose of minutes is to provide a record of the actions taken by a board and evidence that the actions were taken according to proper procedures. If no action is taken, no minutes (other than a record that the meeting occurred) are necessary."

In another case, *Maready v. City of Winston-Salem*, the court wrote, "generally, the minutes should contain mainly a record of what was done at the meeting, not what was said by the members. Their purpose is to reflect matters such as motions made, the movant, points of order, and appeals - not to show discussion or absence of action." This decision highlights what association counsel frequently emphasize when advising association executives regarding minutes - they should be kept as brief as possible, and should only reflect action taken at the meeting.



These guidelines will help volunteers and staff members take minutes that will protect the organization.

- Accurate minutes should be kept for all official meetings, including committee and chapter meetings.
- Minutes should be a record of what was considered and accomplished at a meeting, not a record of conversations, reports and work assignments. They should not include sidebar conversations, if they occur.
- Minutes should indicate the place, date and time of the meeting and the names of all participants at the meeting, including persons arriving late or leaving early, guests and staff.
- The ultimate legal importance of meeting minutes can be substantial if antitrust, tax, advocacy or other legal issues are raised in litigation or

some other context. (In several antitrust cases, recollections by those who attended meetings were disregarded in the face of the official minutes.) Include a statement in the minutes about distribution of financial reports and approval or corrections to prior minutes.

- From time to time, minutes may contain self-serving statements to protect the organization, for example, “An antitrust avoidance statement was read and distributed to the board.” This is to the advantage of the organization.
- Drafts of minutes, notes and audio or video recordings should NOT be retained in the organization’s files once the minutes are approved. The chief elected officer and staff must be sure they are discarded. The organization should have a policy about who may create audio and video recordings.
- Distribute minutes within a reasonable time following the meeting to those who attended, those who were supposed to be at the meeting and then safeguard them in the permanent files of the organization. If you distribute minutes electronically, be sure your bylaws and corporate laws permit this.

Consider asking legal counsel to review minutes before they are distributed to be certain no liability is created for the association.

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**Note:** Robert C. Harris, CAE, offers board orientation and strategic planning. Contact him at [bob@RCHCAE.com](mailto:bob@RCHCAE.com) or 850/570-6000.

*MINUTES*

# Minute Taking Tips

Minutes should be recorded at every meeting of the board of directors<sup>1</sup> and at most committing meetings. They should reflect the actions taken at the meeting and serve to protect the organization. These practical tips will help volunteers and staff responsible for recording the minutes.

## Preparing to Take Minutes

Minute taking is an important task. The person responsible must be alert. He or she will benefit by reviewing previous minutes to identify the preferred format and depth of detail.



- Determine before the meeting *who* will be responsible for writing the minutes; be sure to arrive early.
- Have adequate paper and pen available and *sit where conversation can be heard*.
- Circulate a *sign-in sheet* to identify *all* attendees at the meeting, including guests and staff.
- Preferably, *do not tape record minutes* for liability reasons. If a volunteer brings a recorder, let that be noted in the minutes and make a policy<sup>2</sup> or request that recordings be erased upon approval of the minutes at the next meeting. The board may ask that the recorder not be used --- a prerogative of the chairman or policy of the organization.

## Recording at the Meeting

The minutes encapsulate meeting discussions and actions taken. What is recorded in them is partly based on the best ways to protect the organization while recognizing the preferences of the board or committee. An attorney will advise what should be included and review them periodically.

- Record *who is in the room* (members, guests, staff, etc.) As more people arrive, it should be noted either at the start of the minutes or throughout. Include the location of the meeting, including facility name, city and the date.

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<sup>1</sup> Closed-door or executive meetings are not exempt from the need to have a set of minutes to record the actions and protect the organization.

<sup>2</sup> Policy statement: It is the policy of the organization that no person may audio or video tape the meetings of the board without consent of the chairman, other than authorized staff members. Any audio or video tape will be destroyed (erased) upon approval of the meeting minutes.

- *Record motions exactly as they are stated.* If they are unclear, then they should be clarified *before* the vote is taken. *All* motions must be recorded in the minutes, no matter their outcomes.
- The name of the *maker and seconder of the motion is not necessary* to record.
- Record the *outcome of every motion* – whether or not it was passed, amended, tabled, withdrawn or failed by a vote or for lack of a second. For example, “A motion was made, seconded and passed unanimously” or “A motion was made and withdrawn....”
- Lengthy *discussions* should not be recorded in detail. Minutes are for the purpose of recording motions and actions, not conversations.
- *Self-serving remarks that protect the organization* should be included. For example: “An antitrust avoidance statement was distributed to the board;” or, “The board reviewed the financial statement in detail.”
- Record *discussion points that benefit the organization.* For example, indicate that a volunteer offered to make a significant contribution --- items that reflect positively on the organization and confirm a commitment --- even though a motion was not made.
- *Note recesses or breaks.* Also the time of the final adjournment.
- If the date and *location for the next meeting* is set, be sure to include the information.
- The name of the *person recording the minutes* should be identified at the bottom of the last page.
- *Typos and errors* are not acceptable in minutes; mistakes should not be in an official legal document kept permanently.



### **After the Meeting – Distribution, Retention**

The sooner the meeting notes are transcribed into official minutes, the more accurate they will be and the quicker they can be distributed.

- *Before distribution,* be sure the *elected secretary* has an opportunity to review the draft. Include the word “draft” on each page of the minutes in the footer or as a watermark so as not to be confused with the final approved copy.
- The name of the elected secretary may be identified at the bottom of the last page with a signature line included. The *secretary may sign the minutes* and that

original copy should remain on file at the office, permanently.

- Set a precedent of *distributing minutes within 30 days* of a meeting; sooner for more frequently held meetings. Distribute by U.S. mail, posting on a password-protected website or by e-mailing as a digital attachment. Save as a PDF file rather than a word processing file so that changes cannot be made to the original. The sooner they are distributed the more likely volunteers they will be use them to review for commitments and responsibilities.
- Minutes are normally *distributed to the entire board or committee*, whether or not persons missed the meeting. Strategically distribute to involved staff members that need to read or have input.
- *Retain original* in a minute book or secure file folder, include a copy for the reading file. Do not lose the original!
- *Attachments are not recommended*. If the chairman of the board wants ancillary information distributed, do so separately from the minutes (do not attach) so additional information is not added to the legal document.
- *Number the pages* and use a *footer or header* to identify the organization's name and meeting date on every page.
- Consider preparing an *executive-summary* of the minutes but keep it separate from the official minutes. The executive summary may include delegated work, deadlines and commitments.
- Upon approval of the minutes, *discard any taped recordings* as well as the note taking sheets used to create the minutes.
- Add a *reference note on bottom of the last page* indicating to whom the minutes are being distributed to and the date of distribution: i.e. "Distribution on 8/14/04 to Board of Directors, Attorney, Lobbyist, Staff, Files, Newsletter Editor."



These are tips to make minute taking understood. Every organization will develop best practices and preferences as to how minutes are taken. Seek the counsel of an attorney regarding minutes.

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Minutes - Staff Tips.DOC02/08/06

# Minutes

## [Meeting Title]

[Meeting Date]  
[Meeting Time]  
[Meeting location]

Meeting called by:

Type of meeting:

Facilitator:

Note taker:

Timekeeper:

Attendees:

### Agenda topics

[Time allotted]

[Agenda Topic 1]

[Presenter 1]

Discussion:

Conclusions:

Action items:

Person responsible:

Deadline:

[Time Allotted]

[Agenda Topic 2]

[Presenter 2]

Discussion:

Conclusions:

Action items:

Person responsible:

Deadline:

[Time Allotted]	[Agenda Topic 3]	[Presenter 3]
Discussion:		
Conclusions:		
Action items:	Person responsible:	Deadline:
<b>Observers:</b>		
<b>Resource persons:</b>		
<b>Special notes:</b>		

## Staff Guidelines for Taking Minutes

Board/Committee Meeting Name \_\_\_\_\_

Date and Start/Ending Times \_\_\_\_\_

Location \_\_\_\_\_

Present: (voting participants) \_\_\_\_\_

Excused: \_\_\_\_\_

Absent: \_\_\_\_\_

Guests: (non-voting participants) \_\_\_\_\_

- Statement indicating a quorum is established, who is presiding, time meeting is called to order.
- Statement indicating the organization's antitrust policy has been read to the group (if applicable), plus a verbal reminder to the group that the agenda will be followed and to save new items for the end of the meeting (if time allows) or refer to executive committee for next agenda setting session.

### ACTION ITEMS

- Only list actual actions taken by the board...those formally voted upon.
- First item is always approval of prior minutes. Last item is always the date/time/place of the next meeting.

### DISCUSSION ITEMS

- Only list consensus decisions (i.e. no vote taken, but resolution reached) and "homework assignments" for the next meeting (i.e. additional research is needed on X, the board will review at the next meeting).

Time Adjourned \_\_\_\_\_

Submitted by \_\_\_\_\_

Date/time/location of next meeting plus instructions for sending regrets, participating by conference call, etc. \_\_\_\_\_

Regardless of format, consistency is key. Less is more. Try to avoid NAMES and OPINIONS as these increase the risk of personal conflicts among board members. Focus only on actual group decisions or actions, and to-do type assignments for between meetings. To-do items usually indicate who is responsible for following up, or whom to contact with data. Preference is to not identify makers and seconders of motions --- simply the motion made and how it was disposed of.

## Action Items Template (after the meeting)

ITEM	ACTION REQUIRED	PERSON RESPONSIBLE	DUE DATE
Leadership Retreat	Circulate agendas to enable travel planning	Brown, Nominations Committee	27 June
C&Q White Paper	Publish on the web and communicate to members	Seacrest, Collins, Brown	ASAP
PQRI	Appoint new representative	Best, CPA	ASAP
Web Software	Proceed with purchase/ implementation and report to Board	Harris, Seacrest	ASAP
New Journal	Develop business plan and proceed with pilot issue in partnership with Reed	Golden, Ha, Thiesfeld	Issue date 2nd Qtr 2006?
Chapter Funding Request	Report back to Chapters that the process is now to include a financial plan and post event report	Smith, Jarmen	North American Council Meeting (Nov)
Emerging Economy Student Membership	Report to affected Affiliates and update current promotional and administrative activities as necessary	Student Representative, Schools Committee, Brown and Wesson	ASAP